

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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J. MICHAEL CHARLES; MAURICE W. WARD,	:	
JR.; and JOSEPH I. FINK, JR., on behalf of	:	
themselves and all others similarly situated	:	
	:	CIVIL ACTION
Plaintiffs,	:	
	:	
v.	:	NO. 05-702 (SLR)
	:	
PEPCO HOLDINGS, INC.; CONECTIV, and	:	
PEPCO HOLDINGS RETIREMENT PLAN,	:	
	:	
Defendants	:	
	:	

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**DEFENDANTS' MOTION FOR PROTECTIVE ORDER**

For the reasons set forth in the accompanying Opening Brief, Defendants Pepco Holdings, Inc., Conectiv, and Pepco Holdings Retirement Plan (collectively, "Defendants"), by and through their undersigned counsel, hereby move pursuant to Rule 26(c) of the Federal Rules of Civil Procedure for an order:

1. Limiting the scope of written discovery that Defendants must provide to Plaintiffs to only (a) copies of the Cash Balance Sub-Plan; (b) Summary Plan Descriptions for the Cash Balance Sub-Plan; (c) annual reports on Form 5500 for the Cash Balance Sub-Plan; (d) participant statements for the Cash Balance Sub-Plan; and (e) employee communications relating to the amendment creating the Cash Balance Sub-Plan in January 1999; and
2. Quashing the third party subpoenas served upon Watson Wyatt & Co. and Towers, Perrin, Forster, & Crosby, Inc.

Respectfully submitted,

/s/ Phillip T. Mellet

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